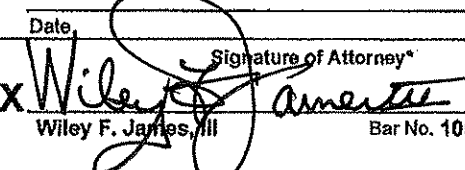


UNITED STATES BANKRUPTCY COURT WESTERN DISTRICT OF TEXAS EL PASO DIVISION						Voluntary Petition	
Name of Debtor (if individual, enter Last, First, Middle): TransPecos Foods, L.P.				Name of Joint Debtor (Spouse) (Last, First, Middle):			
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):				All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):			
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 01-0702527				Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):			
Street Address of Debtor (No. and Street, City, and State): 2 Spencer Road, Suite 102 Boerne, TX				Street Address of Joint Debtor (No. and Street, City, and State):			
ZIP CODE 78006				ZIP CODE			
County of Residence or of the Principal Place of Business: Kendall				County of Residence or of the Principal Place of Business:			
Mailing Address of Debtor (if different from street address):				Mailing Address of Joint Debtor (if different from street address):			
ZIP CODE				ZIP CODE			
Location of Principal Assets of Business Debtor (if different from street address above): 200 E. Palmer St. Pecos, TX						ZIP CODE 79772	
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) See Exhibit D on page 2 of this form. <input type="checkbox"/> Corporation (includes LLC and LLP) <input checked="" type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.			
Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.				Check one box: Chapter 11 Debtors <input type="checkbox"/> Debtor is a small business debtor as defined by 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).			
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.						THIS SPACE IS FOR COURT USE ONLY	
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input checked="" type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000							
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion							
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion							

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): TransPecos Foods, L.P.	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed:	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor:	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b). <div style="text-align: right;"> X _____ Date </div>	
Exhibit C Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input checked="" type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input type="checkbox"/> No.			
Exhibit D (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box.) <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.) <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) <div style="text-align: right; margin-right: 100px;"> _____ (Name of landlord that obtained judgment) </div> <div style="text-align: right; margin-right: 100px;"> _____ (Address of landlord) </div> <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

B1 (Official Form 1) (4/10)

Page 3

Voluntary Petition <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): TransPecos Foods, L.P.
Signatures	
Signature(s) of Debtor(s) (Individual/Joint) I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b). I request relief in accordance with the chapter of title 11, United States Code, specified in this petition. X _____ X _____ Telephone Number (If not represented by attorney) _____ Date _____ <div style="text-align: center;">  Signature of Attorney* Wiley F. James, III Bar No. 10554300 James & Haugland, P.C. P.O. Box 1770 El Paso, Texas 79949-1770 Phone No. (915) 532-3911 Fax No. (915) 541-6440 6/9/2011 Date <small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small> </div>	Signature of a Foreign Representative I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition. (Check only one box.) <input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached. <input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached. X _____ (Signature of Foreign Representative) _____ (Printed Name of Foreign Representative) Date _____
Signature of Debtor (Corporation/Partnership) I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor. The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition. TransPecos Foods, L.P. X _____ Signature of Authorized Individual Gary Candy Printed Name of Authorized Individual TPF GP, LLC Title of Authorized Individual 6/9/2011 Date	Signature of Non-Attorney Bankruptcy Petition Preparer I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached. _____ Printed Name and title, if any, of Bankruptcy Petition Preparer _____ Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.) _____ Address X _____ _____ Date Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above. Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual. If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person. A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

RESOLUTIONS OF THE PARTNERS OF
TRANSPICOS FOODS, L.P.
BY WRITTEN CONSENT

MAY 25, 2011

The undersigned Partners of TransPecos Foods, LP, a Texas limited partnership (the "Company"), hereby consent to the adoption of the following resolutions, to the same extent and to have the same force and effect as if adopted by majority vote of the Partners at a duly convened meeting held for such purposes:

WHEREAS, the Company unsuccessfully sought significant additional investments in order to continue to operate;

WHEREAS, the Company desires to seek relief under Chapter 11, Title 11 of the United States Code (the "Bankruptcy Proceedings"), and if necessary to proceed with the orderly liquidation and dissolution of the Company;

WHEREAS, in connection therewith, the Company has received an offer to purchase a portion of the Company's assets, which consist of its book of business, inventory, certain equipment and related assets (the "Assets") for \$1,500,000, which offer the Company desires to accept;

WHEREAS, the Company desires to amend the Third Amended and Restated Limited Partnership Agreement of the Company (the "Partnership Agreement") to clarify certain indemnification rights of the General Partner (as defined below) and officers of the Company and the General Partner.

NOW, THEREFORE BE IT

RESOLVED, that TPF GP, LLC, the Company's General Partner (the "General Partner"), or its designated representative, is authorized to take any and all actions, and execute on the Company's behalf all documents, necessary to appropriately effectuate the Bankruptcy Proceedings; and be it further

RESOLVED, that that certain Asset Purchase Agreement calling for the sale of the Assets to Monogram Licensing, LLC (or a subsidiary or affiliate thereof) for the purchase price of \$1,500,000 be and hereby is ratified, confirmed and approved in substantially the form as attached hereto as Exhibit A; and be it further

RESOLVED, that the Partnership Agreement be and hereby is amended and restated to provide for the advancement of fees in connection with the indemnification of the General Partner and officers of the Company and the General Partner, as further set forth in the Fourth Amended and Restated Limited Partnership Agreement (the "Amended Agreement") attached hereto as Exhibit B, and the Amended Agreement be and hereby is adopted in its entirety and given full force and effect; and be it further

RESOLVED, the General Partner is authorized to make, execute, and deliver and to receive and accept on behalf of the Company and in its name, such other instruments as it may consider necessary, upon such terms and conditions as may be considered proper in order to carry out the foregoing resolutions; and be it further

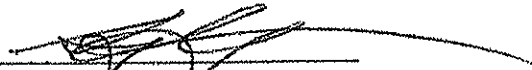
RESOLVED, that all actions of the General Partner as it shall have deemed appropriate taken in the name of the Company prior to the date hereof in connection with the foregoing resolutions be, and hereby are, ratified, approved and confirmed as if such actions had been taken on the express prior authorization and direction of the Partners of the Company.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned Partners have executed this Consent to be effective as of the date first above written.

GENERAL PARTNER:

TPF GP, LLC

By: 
Gary Candy, Manager

LIMITED PARTNERS:

TRANSPICOS APPETIZERS, LLC

By: 
William D. Sutherland, VI, Member

MESQUITE AERO, INC.

By: _____
T.P. Gilmore, President

PRODUCERS AG FINANCE, INC.

By: _____
Travis Burris, Chairman

G & G LOAN COMPANY

By: _____
Travis Burris, Chairman

FALCON INTERNATIONAL BANK

By: _____
Name: _____
Its: _____

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GENERAL PARTNER:

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By: _____
Gary Candy, Manager

LIMITED PARTNERS:

TRANSPECOS APPETIZERS, LLC

By: _____
William D. Sutherland, VI, Member

MESQUITE AERO, INC.

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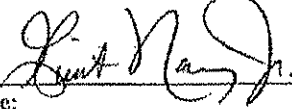
PRODUCERS AG FINANCE, INC.

By: _____
Travis Burris, Chairman

G & G LOAN COMPANY

By: _____
Travis Burris, Chairman

FALCON INTERNATIONAL BANK

By: 
Name: _____
Its: _____

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Patrick J. Kennedy

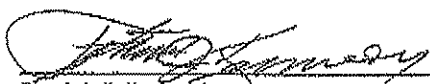
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SANDS HOLDINGS, LLC

By: _____

Name: _____

Its: _____


Patrick J. Kennedy)

Patrick J. Kennedy, Jr.

Adolfo Gutierrez

Jim Kenney

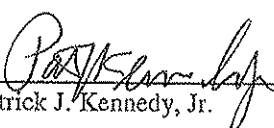
Trey Miller

Travis Burris

SANDS HOLDINGS, LLC

By: _____
Name: _____
Its: _____

Patrick J. Kennedy



Patrick J. Kennedy, Jr.

Adolfo Gutierrez

Jim Kenney

Trey Miller

Travis Burris

SANDS HOLDINGS, LLC

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Name: _____
Its: _____

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Trey Miller

Travis Burris

SANDS HOLDINGS, LLC

By: _____

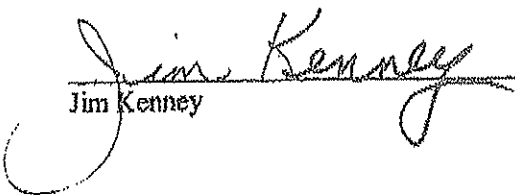
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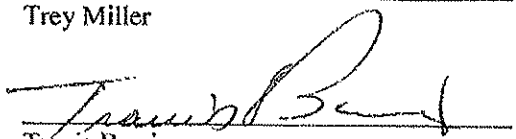
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Patrick J. Kennedy, Jr.

Adolfo Gutierrez

Jim Kenney

Trey Miller


Travis Burris

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
EL PASO DIVISION

IN RE: TransPecos Foods, L.P.

CASE NO

CHAPTER 11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR

1. Pursuant to 11 U.S.C. § 329(a) and Fed. Bankr. P. 2016(b), I certify that I am the attorney for the above-named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept:

\$51,039.00

Prior to the filing of this statement I have received:

\$51,039.00

Balance Due:

\$0.00

2. The source of the compensation paid to me was:

☒ Debtor ☐ Other (specify)

3. The source of compensation to be paid to me is:

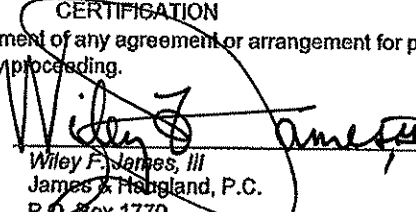
☒ Debtor ☐ Other (specify)


4. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

☐ I have agreed to share the above-disclosed compensation with another person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation, is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:
- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
 - b. Preparation and filing of any petition, schedules, statements of affairs and plan which may be required;
 - c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;

6. By agreement with the debtor(s), the above-disclosed fee does not include the following services:

CERTIFICATION	
I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.	
6/9/2011 Date	 Wiley F. James, III James A. Highland, P.C. P.O. Box 1770 El Paso, Texas 79949-1770 Phone: (915) 532-3911 / Fax: (915) 541-6440
	Bar No. 10554300


Gary Candy
TPF GP, LLC